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RECORDING NO. 23700

OCT 12 '01 4-21 PM
TS
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

October 10, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Memorandum of Lease Agreement, dated as of October 9, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Provident Commercial Group, Inc.
5775 Wayzata Boulevard
Suite 700
Minneapolis, MN 55416

Lessees: Kasgro Leasing, LLC
Kasgro Rail Corp.
320 East Cherry Street
New Castle, PA 16102

A description of the railroad equipment covered by the enclosed schedule is:

Four railcars KRL 127002 and KRL 370372 - KRL 370374

Mr. Vernon A. Williams
October 10, 2001
Page Two

A short summary of the schedule to appear in the index follows:

Memorandum of Lease Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement ("Memorandum") is made this 9th day of October, 2001 by and among PROVIDENT COMMERCIAL GROUP, INC., an Ohio corporation ("Lessor") and KASGRO LEASING, LLC, a Pennsylvania limited liability corporation, and KASGRO RAIL CORP., a Pennsylvania corporation (collectively, "Lessee").

WITNESSETH:

1. Lessee previously entered into a certain Railroad Car Use Agreement ("Use Agreement") dated as of May 16, 2000, with General Electric ("Sublessee"), for the exclusive use of railcar equipment, including but not limited to, three (3) railcars bearing the railroad car numbers **370372 through 370374**.

2. Lessor has purchased all right, title and interest in and to the above referenced railcars and railcar number **127002** (collectively, "Railcars") from Lessee and has entered into a certain Master Lease Agreement (the "Lease") and Rental Schedule No. 001 ("Schedule") each dated as of 10/9, 2001 with Lessee for the lease of such Railcars.

3. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease, the Schedule and the Use Agreement contemplated hereby and shall be effective as of the day and year first above written.

Remainder of page left intentionally blank. Signature page follows.

RECORDING NO. 23700 FILED

OCT 12 '01 4:28 PM

SURFACE TRANSPORTATION BOARD

PROVIDENT COMMERCIAL GROUP, INC.

LESSEE:

KASGRO RAIL CORP.

STATE OF ^{MN}~~OHIO~~)
470-02-9274) SS:
COUNTY OF ~~HENNIPEN~~)



The foregoing was acknowledged before me this 9th day of OCTOBER, 2001, by JON DUSTRIED, as VICE PRESIDENT of PROVIDENT COMMERCIAL GROUP, INC., an Ohio corporation, on behalf of the corporation.

Susan D. Pike
Notary Public

STATE OF OHIO)
) SS:
COUNTY OF)

The foregoing was acknowledged before me this ____ day of _____, 2001, by _____, as a member of KASGRO LEASING, LLC, a Pennsylvania limited liability company, on behalf of the limited liability company.

Notary Public

LESSOR:

PROVIDENT COMMERCIAL GROUP, INC.

By: _____
Name: _____
Its: _____

LESSEE:

KASGRO LEASING, LLC

By: Jeffrey A. Plut
Name: Jeffrey A. Plut
Its: EXEC VP

KASGRO RAIL CORP.

By: Jeffrey A. Plut
Name: Jeffrey A. Plut
Its: EXEC VP

STATE OF OHIO)
) SS:
COUNTY OF _____)

The foregoing was acknowledged before me this 4 day of OCT, 2001, by _____, as _____ of PROVIDENT COMMERCIAL GROUP, INC., an Ohio corporation, on behalf of the corporation.

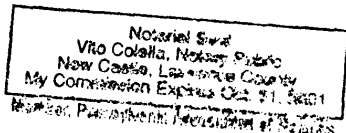
Notary Public

STATE OF PENNSYLVANIA)
) SS:
COUNTY OF LAW)

The foregoing was acknowledged before me this 9 day of OCT, 2001, by JEFFREY A. PLUT, as a member of KASGRO LEASING, LLC, a Pennsylvania limited liability company, on behalf of the limited liability company.

Vito Colella

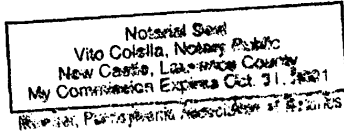
Notary Public



STATE OF PENNSYLVANIA)

) SS:
COUNTY OF LAW)

The foregoing was acknowledged before me this 9 day of Oct, 2001, by JEFFREY PLUT, as Exec VP of KASGRO RAIL CORP., a Pennsylvania corporation, on behalf of the corporation.



Vito Colletta
Notary Public

909442.1

**SCHEDULE 1
TO
MEMORANDUM OF LEASE**

RAILCARS: Four (4) railcars bearing the car numbers as follows:

370374
370373
370372
127002

**LEASE AND
SCHEDULE:**

Each dated October 9, 2001 between PROVIDENT COMMERCIAL GROUP, INC. ("Lessor") and KASGRO LEASING, LLC and KASGRO RAIL CORP. (collectively "Lessee").

USE

AGREEMENT: Dated May 15, 2000 between KASGRO RAIL CORP. and GENERAL
ELECTRIC.